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-and-

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Robin Winchester  
Nichole Browning  
J. Daniel Albert  
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Radnor, PA 19087  
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Attorneys for Proposed Lead Plaintiffs  
Walter and Forseth and Proposed Lead Counsel

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION**

DECLARATION OF ROBIN WINCHESTER IN SUPPORT OF PLAINTIFFS ANDREW WALTER AND JAMES FORSETH'S MOTION TO CONSOLIDATE CASES AND TO APPOINT LEAD PLAINTIFFS AND LEAD COUNSEL, AND IN OPPOSITION TO THE MOTION OF SAMMY K. DOOLITTLE AND RALPH D. WILDER.

1 ANDREW WALTER, Derivatively on )  
 2 Behalf of Nominal Defendant SONIC ) Case No. C 07-02344 CW  
 3 SOLUTIONS, )  
 4 Plaintiff, )  
 5 v. )  
 6 ROBERT J. DORIS, MARY C. SAUER, )  
 7 JAMES A. MOORER, MICHAEL C. )  
 8 CHILD, ROBERT M. GREBER, PETER J. )  
 9 MARGUGLIO, R. WARREN Langley, )  
 10 A. CLAY LEIGHTON, KIRK PAULSEN, )  
 11 MICHAEL J. COSTELLO and )  
 12 CHRISTOPHER A. KRYZAN, )  
 13 Defendants, )  
 14 and )  
 15 SONIC SOLUTIONS, )  
 16 Nominal Defendant. )  
 17

18 JAMES FORSETH, Derivatively on )  
 19 Behalf of Nominal Defendant SONIC ) Case No. C 07-03178 CW  
 20 SOLUTIONS, )  
 21 Plaintiff, )  
 22 v. )  
 23 ROBERT J. DORIS, MARY C. SAUER, )  
 24 JAMES A. MOORER, MICHAEL C. )  
 25 CHILD, ROBERT M. GREBER, PETER J. )  
 26 MARGUGLIO, R. WARREN Langley, )  
 27 A. CLAY LEIGHTON, KIRK PAULSEN, )  
 28 MICHAEL J. COSTELLO and )  
 29 CHRISTOPHER A. KRYZAN, )  
 30 Defendants, )  
 31 and )  
 32 SONIC SOLUTIONS, )  
 33 Nominal Defendant. )  
 34

35 DECLARATION OF ROBIN WINCHESTER IN SUPPORT OF PLAINTIFFS ANDREW WALTER AND  
 36 JAMES FORSETH'S MOTION TO CONSOLIDATE CASES AND TO APPOINT LEAD PLAINTIFFS AND  
 37 LEAD COUNSEL, AND IN OPPOSITION TO THE MOTION OF SAMMY K. DOOLITTLE AND RALPH D.  
 38 WILDER.  
 39 CASE NO. C 07-01500 CW

1 SAMMY K. DOOLITTLE, Derivatively on )  
 2 Behalf of Nominal Defendant SONIC )  
 3 SOLUTIONS, ) Case No. C 07-03361 BZ  
 4 v. )  
 5 ROBERT J. DORIS, DAVID C. HABIGER, MARY )  
 6 C. SAUER, A. CLAY LEIGHTON, MARK ELY, )  
 7 ROBERT M. GREBER, PETER J. MARGUGLIO, )  
 8 and R. WARREN LANGLEY, )  
 9 Defendants, )  
 10 and )  
 11 SONIC SOLUTIONS, )  
 12 Nominal Defendant.

I, Robin Winchester, declare under penalty of perjury this 12<sup>th</sup> day of July, 2007:

12 1. I am an Associate at the law firm of Schiffzin Barroway Topaz & Kessler, LLP. The  
 13 following facts are true to my own personal knowledge and, if called upon to do so, I could and would  
 14 completely testify to their truth. I submit this Declaration in Support of the Plaintiffs Andrew Walter's  
 15 and James Forseth's Motion to Consolidate Cases and to Appoint Lead Plaintiffs and Lead Counsel,  
 16 and in Opposition to the Motion of Sammy K. Doolittle and Ralph D. Wilder.

17 2. Attached hereto as Exhibit A is a true and correct copy of the leadership structure order  
 18 in *In re Ditech Networks, Inc., Derivative Litigation*, Master File No. C 06-05157 JF (N.D. Cal. Nov.  
 19 29, 2006).

20 3. Attached hereto as Exhibit B is a true and correct copy of the leadership structure order  
 21 in *Dossett v. Cline, et al.*, Master File No. C 06-03484 JF (N.D. Cal. July 13, 2006).

22 4. Attached hereto as Exhibit C is a true and correct copy of the leadership structure order  
 23 in *Chu v. Hughes, et al.*, Master File No. C 06-3513 JF MHP (N.D. Cal. Aug. 10, 2006).

24 5. Attached hereto as Exhibit D is a true and correct copy of the leadership structure order  
 25 in *Hergotz v. Sola, et al.*, Master File No. C 06-3783 JF (N.D. Cal. Aug. 31, 2006).

26 6. Attached hereto as Exhibit E is a true and correct copy of the leadership structure order  
 27 in *Kalindjian v. Antle, et al.*, Master File No. C 06-3440 JF (N.D. Cal. Sept. 6, 2006).

28 DECLARATION OF ROBIN WINCHESTER IN SUPPORT OF PLAINTIFS ANDREW WALTER AND  
 29 JAMES FORSETH'S MOTION TO CONSOLIDATE CASES AND TO APPOINT LEAD PLAINTIFS AND  
 30 LEAD COUNSEL, AND IN OPPOSITION TO THE MOTION OF SAMMY K. DOOLITTLE AND RALPH D.  
 31 WILDER.

CASE NO. C 07-01500 CW

1 I declare under penalty of perjury that the foregoing is true and correct to the best of my  
2 knowledge, and that this Declaration was executed on July 12, 2007, at Radnor, Pennsylvania.

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5 /s/ Robin Winchester  
6 ROBIN WINCHESTER  
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DECLARATION OF ROBIN WINCHESTER IN SUPPORT OF PLAINTIFFS ANDREW WALTER AND  
JAMES FORSETH'S MOTION TO CONSOLIDATE CASES AND TO APPOINT LEAD PLAINTIFFS AND  
LEAD COUNSEL, AND IN OPPOSITION TO THE MOTION OF SAMMY K. DOOLITTLE AND RALPH D.  
WILDER.  
CASE NO. C 07-01500 CW

# EXHIBIT A

1 DARRYL P. RAINS (State Bar No. 104802)  
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8 DIANE E. PRITCHARD (State Bar No. 96999)  
9 MORRISON & FOERSTER LLP  
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11 San Francisco, CA 94105-2482  
12 Telephone: (415) 268-7000  
13 Facsimile: (415) 268-7522  
14 Email: DPritchard@mofo.com

15 Attorneys for Defendants  
16 TIMOTHY K. MONTGOMERY, WILLIAM J. TAMBLYN,  
17 GREGORY M. AVIS, WILLIAM A. HASLER, ANDREI M.  
18 MANOLIU, and DITECH NETWORKS, INC.

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

In re DITECH NETWORKS, INC.  
DERIVATIVE LITIGATION

This Document Relates To: All Actions

Case No. C 06-05157 JF

**STIPULATION AND  
[PROPOSED] ORDER  
(1) RELATING AND  
CONSOLIDATING RELATED  
ACTIONS, (2) APPOINTING CO-  
LEAD PLAINTIFF AND CO-  
LEAD PLAINTIFFS' COUNSEL,  
AND (3) RE-SETTING CASE  
MANAGEMENT CONFERENCE**

WHEREAS two actions were filed in this Court, *Donald W. Newman, Derivatively on Behalf of Nominal Defendant Ditech Networks, Inc. v. Timothy K. Montgomery, et al.* (Case No. C 06-05157 JF) ("Newman") and *James McKenna, Derivatively on Behalf of Nominal Defendant Ditech Networks, Inc. v. Timothy K. Montgomery, et al.* (Case No. C 06-05242 JF) ("McKenna"),

1 which purport to be derivative actions brought on behalf of Ditech Networks, Inc. (“Ditech”)  
2 against various individuals alleging that those defendants engaged in the improper backdating of  
3 certain stock option grants during the period 1999 through 2001; and

4 WHEREAS the *Newman* and *McKenna* actions already have been (i) related pursuant to  
5 this Court’s orders entered October 2, 2006 in those actions, and (ii) consolidated as *In re Ditech*  
6 *Networks, Inc. Derivative Litigation* (Case No. C 06-05157 JF), pursuant to this Court’s order  
7 entered November 7, 2006, a copy of which is attached hereto as Exhibit A (“Consolidation  
8 Order”); and

9 WHEREAS the Consolidation Order provides that “[a]ny other actions now pending or  
10 later filed in this Court which arise out of or are related to the same facts as alleged in [*Newman*  
11 and *McKenna*] shall be consolidated for all purposes, if and when they are brought to the Court’s  
12 attention” (Exh. A at ¶ 2); and

13 WHEREAS a new action, entitled *Kenneth Lau, Derivatively on Behalf of Ditech*  
14 *Networks, Inc. v. Timothy K. Montgomery, et al.* (Case No. C 06-6877 PVT) (“*Lau*”), has been  
15 filed in this Court; and

16 WHEREAS the *Lau* complaint also purports to be brought derivatively on behalf of  
17 Ditech, against many of the same defendants as the *Newman* and *McKenna* cases, and seeks relief  
18 on behalf of the company arising out of alleged improper backdating of stock option grants since  
19 1999; and

20 WHEREAS *Lau* arises out of or is related to the same facts as *Newman* and *McKenna* (see  
21 Exh. A at ¶ 2), the actions concern substantially the same parties, property, transaction or event,  
22 and it appears likely that there will be an unduly burdensome duplication of labor and expense if  
23 the cases are conducted before different judges (see Civil L. R. 3-12(a)); and

24 WHEREAS Lerach Coughlin Stoia Geller Rudman & Robbins, Counsel for plaintiff  
25 Kenneth Lau, and Schiffrin & Barroway, Counsel for plaintiffs Donald W. Newman and James  
26 McKenna, have agreed to a structure by which Lau, Newman and McKenna will be Lead  
27 Plaintiffs, with their counsel Lerach Coughlin and Schiffrin & Barroway serving as Co-Lead  
28 Counsel in this action; and

1           WHEREAS nominal defendant Ditech Networks, Inc. takes no position as to the  
2 appointment of Kenneth Lau, Donald W. Newman and James McKenna as Lead Plaintiffs and  
3 Lerach Coughlin Stoia Geller Rudman & Robbins LLP and Schiffrin & Barroway, LLP as Co-  
4 Lead Counsel; and

5           WHEREAS a case management conference date set in one of the two originally  
6 consolidated actions was vacated, but a case management conference set for December 1, 2006 in  
7 the other action was not vacated; and

8           WHEREAS the Consolidation Order provides for the filing of a Consolidated Complaint  
9 by December 22, 2006, with a response to the Consolidated Complaint due 45 days after the  
10 service of the Consolidated Complaint, and sets out a briefing schedule for any motion to dismiss  
11 (*see* Exh. A at ¶¶ 16-19); and

12           WHEREAS the parties believe it would serve the interests of judicial efficiency and  
13 effective case management to conduct the case management conference after the *Lau* action has  
14 been consolidated in this proceeding,

15           NOW, THEREFORE, IT IS HEREBY STIPULATED by and among plaintiff Donald W.  
16 Newman, plaintiff James McKenna, plaintiff Kenneth Lau, and defendant Ditech, through their  
17 respective counsel of record, as follows:

18           1.       The *Lau* action should be related to and consolidated for all purposes with *In re*  
19 *Ditech Networks, Inc. Derivative Litigation*, Case No. C 06-05157 JF, pursuant to the Court's  
20 Consolidation Order, and all pleadings in *Lau* shall be filed in conformity with the Court's  
21 Consolidation Order.

22           2.       A Consolidated Complaint including the *Newman*, *McKenna* and *Lau* claims,  
23 which will supersede all existing complaints, including the *Lau* complaint, shall be filed and  
24 served no later than December 22, 2006.

25           3.       The case management conference previously set in one of the consolidated actions  
26 for December 1, 2006 at 10:30 a.m. should be re-set in the consolidated actions for February 23,  
27 2007 at 10:30 a.m., in the Courtroom of the Honorable Jeremy Fogel.

28

1 Dated: November 28, 2006

SCHIFFRIN & BARROWAY LLP  
ERIC L. ZAGAR  
SANDRA G. SMITH

3 Proposed Co-Lead Counsel for Plaintiffs

4 - and -

5 BRAMSON, PLUTZIK, MAHLER &  
6 BIRKHAEUSER, LLP  
7 ALAN R. PLUTZIK  
L. TIMOTHY FISHER  
KATHRYN A. SCHOFIELD

8 Counsel for Plaintiffs Donald W. Newman  
9 and James McKenna

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Dated: November 28, 2006

LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
WILLIAMS S. LERACH  
DARREN J. ROBBINS  
TRAVIS E. DOWNS III  
SHAWN A. WILLIAMS

Proposed Co-Lead Counsel for Plaintiffs

- and -

SHUMAN & BERENS LLP  
KIP B. SHUMAN

Counsel for Plaintiff Kenneth Lau

By s/ Aelish Baig

1 Dated: November 28, 2006

2 MORRISON & FOERSTER LLP  
3 DARRYL P. RAINS  
4 DIANE E. PRITCHARD5 By s/ Diane E. Pritchard  
6 Diane E. Pritchard  
7 Counsel for Defendants DITECH  
8 NETWORKS, INC., TIMOTHY K.  
9 MONTGOMERY, WILLIAM J.  
10 TAMBLYN, GREGORY M. AVIS,  
11 WILLIAM A. HASLER, and ANDREI M.  
12 MANOLIU13  
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1 I, Diane E. Pritchard, am the ECF User whose ID and password are being used to file this  
2 Stipulation and [Proposed] Order (1) Relating and Consolidating Related Actions, (2) Appointing  
3 Co-Lead Plaintiff and Co-Lead Plaintiffs' Counsel, and (3) Re-Setting Case Management  
4 Conference. In compliance with General Order 45, X.B., I hereby attest that Sandra G. Smith and  
5 Aelish Baig, attorneys for plaintiffs, have concurred in this filing.  
6

7  
8 Dated: November 28, 2006

MORRISON & FOERSTER LLP  
DARRYL P. RAINS  
DIANE E. PRITCHARD

9  
10 By s/ Diane E. Pritchard  
11 Diane E. Pritchard  
12 Counsel for Defendants DITECH  
13 NETWORKS, INC., TIMOTHY K.  
14 MONTGOMERY, WILLIAM J.  
15 TAMBLYN, GREGORY M. AVIS,  
16 WILLIAM A. HASLER, and ANDREI M.  
17 MANOLIU

18  
19 PURSUANT TO STIPULATION, IT IS SO ORDERED.  
20

21 Dated: 11/28/06

22   
23 Honorable Jeremy Fogel  
24 United States District Judge

# EXHIBIT B

1 LERACH COUGHLIN STOIA GELLER  
2 RUDMAN & ROBBINS LLP  
2 WILLIAM S. LERACH (68581)  
3 DARREN J. ROBBINS (168593)  
3 TRAVIS E. DOWNS III (148274)  
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5 619/231-7423 (fax)  
6 billl@lerachlaw.com  
6 darrenr@lerachlaw.com  
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\*\*E-filed  
7/13/06\*\*

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[Proposed] Co-Lead Counsel for Plaintiffs

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

## SAN JOSE DIVISION

[Caption continued on following page.]

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1 HEAVY & GENERAL LABORERS' ) No. 5:06-cv-03620-JF  
2 LOCALS 472 & 172 PENSION & ANNUITY )  
3 FUNDS, Derivatively on Behalf of McAfee, )  
4 INC., )  
5 Plaintiff, )  
6 vs. )  
7 )  
8 GEORGE SAMENUK, et al., )  
9 Defendants, )  
10 – and – )  
11 )  
12 McAfee, INC., a Delaware corporation, )  
13 )  
14 Nominal Defendant. )  
15 \_\_\_\_\_ )

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1 WHEREAS, there are two related shareholder derivative actions on behalf of nominal  
2 defendant McAfee, Inc. pending before this Court:

	<b>Abbreviated Case Name</b>	<b>Case Number</b>	<b>Date Filed</b>
3	<i>Dossett v. Cline, et al.</i>	5:06-cv-03484-JF	05/31/06
4	<i>Heavy &amp; General Laborers' Locals 472 &amp; 172</i>	5:06-cv-03620-JF	06/07/06
5	<i>Pension &amp; Annuity Funds v. Samenuk, et al.</i>		

6 WHEREAS, the two related *McAfee* shareholder derivative actions arise out of the same  
7 transactions and occurrences and involve the same or substantially similar issues of law and fact,  
8 and, therefore, should be consolidated for all purposes under Federal Rule of Civil Procedure 42(a);  
9 and

0 WHEREAS, defendants take no position as to the appointment of the Heavy & General  
1 Laborers' Local 472 & 172 Pension & Annuity Funds and Kenneth Dossett as Lead Plaintiffs and  
2 Lerach Coughlin Stoia Geller Rudman & Robbins LLP and Schiffrin & Barroway, LLP as Lead  
3 Counsel.

4 THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs and defendants, through  
5 their respective counsel of record, as follows:

## I. CONSOLIDATION OF ACTIONS

1. The following actions are hereby consolidated for all purposes, including pretrial proceedings, trial and appeal:

	<b>Abbreviated Case Name</b>	<b>Case Number</b>	<b>Date Filed</b>
20	<i>Dossett v. Cline, et al.</i>	5:06-cv-03484-JF	05/31/06
21	<i>Heavy &amp; General Laborers' Locals 472 &amp; 172 Pension &amp; Annuity Funds v. Samenuk, et al.</i>	5:06-cv-03620-JF	06/07/06

2. The caption of these consolidated actions shall be "*In re McAfee, Inc. Derivative Litigation*" and the files of these consolidated actions shall be maintained in one file under Master File No. 5:06-cv-03484-JF. Any other actions now pending or later filed in this Court which arise out of or are related to the same facts as alleged in the above-identified cases shall be consolidated for all purposes, if and when they are brought to the Court's attention.

3. Every pleading filed in the consolidated actions, or in any separate action included  
herein, shall bear the following caption:

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

6 In re McAfee, Inc. Derivative ) Master File No. 5:06-cv-03484-JF  
7 LITIGATION )  
8 \_\_\_\_\_ )  
9 This Document Relates To: )

4. When a pleading is intended to be applicable to all actions governed by this Order,  
0 the words "All Actions" shall appear immediately after the words "This Document Relates To:" in  
1 the caption set out above. When a pleading is intended to be applicable to only some, but not all, of  
2 the consolidated actions, this Court's docket number for each individual action to which the pleading  
3 is intended to be applicable and the abbreviated case name of said action shall appear immediately  
4 after the words "This Document Relates To:" in the caption described above (e.g., "No. 5:06-cv-  
5 03484-JF, *Dossett v. Cline, et al.*").

7       5.       A Master Docket and a Master File hereby are established for the above consolidated  
8 proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall  
9 continue to be maintained for each of the individual actions hereby consolidated, and entries shall be  
20 made in the docket of each individual case in accordance with the regular procedures of the clerk of  
this Court, except as modified by this Order.

22       6.     When a pleading is filed and the caption shows that it is applicable to "All Actions,"  
23 the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No  
further copies need be filed, and no other docket entries need be made.

25       7. When a pleading is filed and the caption shows that it is to be applicable to fewer than  
26 all of the consolidated actions, the clerk will file such pleading in the Master File only but shall  
docket such filing on the Master Docket and the docket of each applicable action.

1       8.     When a case which properly belongs as part of *In re McAfee, Inc. Derivative*  
2 *Litigation* is filed in this Court or transferred to this Court from another court and assigned to Judge  
3 Fogel, the clerk of this Court shall:

4               (a)     Place a copy of this Order in the separate file for such action;  
5               (b)     Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a  
6 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or  
7 their counsel in the newly-filed or transferred case; and  
8               (c)     Make an appropriate entry on the Master Docket. This Court requests the  
9 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any  
10 case which properly might be consolidated as part of *In re McAfee, Inc. Derivative Litigation*..

11       **II. APPOINTMENT OF LEAD DERIVATIVE PLAINTIFFS AND CO-LEAD**  
12       **DERIVATIVE COUNSEL**

13       9.     Plaintiffs, Heavy & General Laborers' Locals 472 & 172 Pension & Annuity Funds  
14 and Kenneth Dossett, shall be appointed Lead Plaintiffs.

15       10.    The law firms of Lerach Coughlin Stoia Geller Rudman & Robbins LLP and  
16 Schiffrin & Barroway, LLP shall be appointed Co-Lead Counsel for plaintiffs in the consolidated  
17 *McAfee* shareholder derivative actions.<sup>1</sup>

18       11.    Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding  
19 pretrial and trial procedure and settlement negotiations, and shall make all work assignments in such  
20 manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative  
21 or unproductive effort.

22       12.    Co-Lead Counsel shall be responsible for coordination of all activities and  
23 appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No

26       1     Defendants take no position as to the appointment of the Heavy & General Laborers' Local  
27 472 & 172 Pension & Annuity Funds and Kenneth Dossett as Lead Plaintiffs and Lerach Coughlin  
Stoia Geller Rudman & Robbins LLP and Schiffrin & Barroway, LLP as Lead Counsel.

1 motion, request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs  
2 except through Co-Lead Counsel.

3       13. Co-Lead Counsel also shall be available and responsible for communications to and  
4 from this Court. Co-Lead Counsel shall be responsible for the creation and maintenance of a master  
5 service list of all parties and their respective counsel.

6       14. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or  
7 other duly authorized representatives of plaintiffs, and such agreements shall be binding on  
8 plaintiffs.

9 **III. SCHEDULE**

10       15. Plaintiffs shall no later than 60 days from the entry of this Order file and serve a  
11 Consolidated Complaint which will supersede all existing complaints filed in these actions.  
12 Defendants need not respond to any of the pre-existing complaints. Service, pursuant to Rule 4 of  
13 the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the defendants,  
14 or their counsel, shall constitute sufficient service on that defendant. Service shall be effected with  
15 respect to any defendant named in any of the consolidated actions by serving the Consolidated  
16 Complaint on that defendant's counsel.

17       16. Each defendant shall answer or otherwise respond to the Consolidated Complaint no  
18 later than 45 days from the date of service. In the event that defendants file and serve any motion  
19 directed at the Consolidated Complaint, plaintiffs shall file and serve their opposition within 45 days  
20 after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition,  
21 they will do so within 15 days after service of the opposition.

22       IT IS SO STIPULATED.

23 DATED: July 10, 2006

LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
WILLIAM S. LERACH  
DARREN J. ROBBINS  
TRAVIS E. DOWNS III

26

27

s/ TRAVIS E. DOWNS III  
TRAVIS E. DOWNS III

28

1  
2 655 West Broadway, Suite 1900  
3 San Diego, CA 92101  
Telephone: 619/231-1058  
619/231-7423 (fax)

4 *I, Travis E. Downs III, am the ECF user whose ID and password are being used to file this*  
5 *STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I hereby*  
*attest that Sean M. Handler has concurred in this filing.*

6 DATED: July 10, 2006

7 SCHIFFRIN & BARROWAY, LLP  
8 ERIC L. ZAGAR  
SEAN M. HANDLER

9 s/ SEAN M. HANDLER  
10 SEAN M. HANDLER

11 280 King of Prussia Road  
12 Radnor, PA 19087  
13 Telephone: 610/667-7706  
610/667-7056 (fax)

14 [Proposed] Co-Lead Counsel for Plaintiffs

15 GREEN WELLING, LLP  
16 ROBERT S. GREEN  
17 595 Market Street, Suite 2750  
San Francisco, CA 94105  
Telephone: 415/477-6700  
415/477-6710 (fax)

18 Attorneys for Plaintiffs

19 *I, Travis E. Downs III, am the ECF user whose ID and password are being used to file this*  
20 *STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I hereby*  
*attest that Gregory L. Watts has concurred in this filing.*

21 DATED: July 10, 2006

22 WILSON SONSINI GOODRICH & ROSATI  
23 BORIS FELDMAN  
NINA F. LOCKER  
GREGORY L. WATTS

24  
25 s/ GREGORY L. WATTS  
26 GREGORY L. WATTS

1

650 Page Mill Road  
Palo Alto, CA 94304  
Telephone: 650/493-9300  
650/493-6811 (fax)

4

and Individual Defendants George Samenuk, Eric  
F. Brown, Kevin Weiss, Leslie G. Denend,  
Robert M. Cutkowsky, Denis O'Leary, Robert  
W. Pangia, Robert B. Bucknam, Liane Wilson,  
and Dale L. Fullers

5

6

7 \* \* \*

8

9 **ORDER**

10

PURSUANT TO STIPULATION, IT IS SO ORDERED.

11

DATED: 7/12/06

12 THE HONORABLE JEREMY FOGEL  
UNITED STATES DISTRICT JUDGE



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CERTIFICATE OF SERVICE

2 I hereby certify that on July 10, 2006, I electronically filed the foregoing with the Clerk of  
3 the Court using the CM/ECF system which will send notification of such filing to the e-mail  
4 addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have  
5 mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF  
6 participants indicated on the attached Manual Notice List.

7

s/ TRAVIS E. DOWNS III

8 TRAVIS E. DOWNS III

9

10 LERACH COUGHLIN STOIA GELLER  
11 RUDMAN & ROBBINS LLP  
12 655 West Broadway, Suite 1900  
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## Mailing Information for a Case 5:06-cv-03484-JF

### Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Clay Basser-Wall**  
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- **Eric L. Zagar**  
ezagar@sbclasslaw.com

### Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

**James H Miller**  
Schriffrin & Barroway LLP  
280 King of Prussia Road  
Radnor, PA 19087

# EXHIBIT C

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

HOWARD CHU, Derivatively On Behalf of ) No. C-06-3513-JF  
Nominal Defendant RAMBUS INC., )  
Plaintiff, ) [PROPOSED] ORDER GRANTING  
vs. ) PLAINTIFFS' MOTIONS TO  
HAROLD HUGHES, et al., ) CONSOLIDATE RELATED CASES AND  
Defendants, ) APPOINT LEAD PLAINTIFF AND LEAD  
– and – ) COUNSEL  
RAMBUS INC., )  
Nominal Defendant. )

24

[Caption continued on following page.]

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\*\*E-filed 8/10/06\*\*

1 ROLAND BIBEAU, Derivatively On Behalf of ) No. C-06-3921-JF  
2 Nominal Defendant RAMBUS INC., )  
3 Plaintiff, )  
4 vs. )  
5 HAROLD HUGHES, et al., )  
6 Defendants, )  
7 – and – )  
8 RAMBUS INC., )  
9 Nominal Defendant. )  
10 GAETANO RUGGIERI, Derivatively On ) No. C-06-4153-RMW  
11 Behalf of RAMBUS INC., )  
12 Plaintiff, )  
13 vs. )  
14 HAROLD HUGHES, et al., )  
15 Defendants, )  
16 RAMBUS INC., a Delaware corporation, )  
17 Nominal Defendant. )  
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1 Motions to Consolidate Actions and Appoint Lead Plaintiff and Lead Counsel (the  
2 “Motions”) came on for hearing in the ordinary course. Having considered the papers submitted in  
3 support of and in response to the Motions, the argument of counsel, if any, and for good cause  
4 shown, the Court ORDERS as follows:

## I. CONSOLIDATION OF ACTIONS

6           1. The following actions are hereby consolidated for all purposes, including pretrial  
7 proceedings, trial and appeal:

	<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
8	<i>Chu v. Hughes, et al.</i>	C 06-3513-JF	March 31, 2006
9	<i>Bibeau v. Hughes et al.</i>	C 06-3921-JF	June 23, 2006
10	<i>Ruggieri v. Hughes, et al.</i>	C 06-4153-RMW	July 5, 2006

11       2.       The caption of these consolidated actions shall be "*In re Rambus Inc. Derivative*  
12 *Litigation*" and the files of these consolidated actions shall be maintained in one file under Master  
13 File No. C-06-3513-JF. Any other actions now pending or later filed in this Court which arise out of  
14 or are related to the same facts as alleged in the above-identified cases shall be consolidated for all  
15 purposes, if and when they are brought to the Court's attention.

10                   3. Every pleading filed in the consolidated actions, or in any separate action included  
17                   herein, shall bear the following caption:

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

21 In re RAMBUS INC. DERIVATIVE ) Master File No. C-06-3513-JF  
22 LITIGATION )  
23 \_\_\_\_\_ )  
24 This Document Relates To: )

25       4. When a pleading is intended to be applicable to all actions governed by this Order,  
26 the words "All Actions" shall appear immediately after the words "This Document Relates To:" in  
27 the caption set out above. When a pleading is intended to be applicable to only some, but not all, of  
28 the consolidated actions, this Court's docket number for each individual action to which the pleading

1 is intended to be applicable and the abbreviated case name of said action shall appear immediately  
2 after the words "This Document Relates To:" in the caption described above (e.g., "No. 5:06-cv-  
3 03921-JF, *Bibeau v. Hughes, et al.*").

4 5. A Master Docket and a Master File hereby are established for the above consolidated  
5 proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall  
6 continue to be maintained for each of the individual actions hereby consolidated, and entries shall be  
7 made in the docket of each individual case in accordance with the regular procedures of the clerk of  
8 this Court, except as modified by this Order.

9 6. When a pleading is filed and the caption shows that it is applicable to "All Actions,"  
10 the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No  
11 further copies need be filed, and no other docket entries need be made.

12 7. When a pleading is filed and the caption shows that it is to be applicable to fewer than  
13 all of the consolidated actions, the clerk will file such pleading in the Master File only but shall  
14 docket such filing on the Master Docket and the docket of each applicable action.

15 8. When a case which properly belongs as part of *In re Rambus Inc. Derivative*  
16 *Litigation* is filed in this Court or transferred to this Court from another court and assigned to Judge  
17 Fogel, the clerk of this Court shall:

18 (a) Place a copy of this Order in the separate file for such action;  
19 (b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a  
20 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or  
21 their counsel in the newly-filed or transferred case; and

22 (c) Make an appropriate entry on the Master Docket. This Court requests the  
23 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any  
24 case which properly might be consolidated as part of *In re Rambus Inc. Derivative Litigation*.

25 **II. APPOINTMENT OF LEAD PLAINTIFFS AND LEAD COUNSEL**

26 9. Plaintiffs Howard Chu and Gaetano Ruggieri shall be appointed Lead Plaintiffs.

1       10. The law firms of Lerach Coughlin Stoia Geller Rudman & Robbins LLP and  
2 Schiffrin & Barroway, LLP shall be appointed Lead Counsel for plaintiffs in the consolidated  
3 Rambus shareholder derivative actions.

4       11. Lead Counsel shall have authority to speak for plaintiffs in matters regarding pretrial  
5 and trial procedure and settlement negotiations, and shall make all work assignments in such manner  
6 as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or  
7 unproductive effort.

8       12. Lead Counsel shall be responsible for coordination of all activities and appearances  
9 on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion,  
10 request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs except  
11 through Lead Counsel.

12       13. Lead Counsel also shall be available and responsible for communications to and from  
13 this Court. Lead Counsel shall be responsible for the creation and maintenance of a master service  
14 list of all parties and their respective counsel.

15       14. Defendants' counsel may rely upon all agreements made with Lead Counsel, or other  
16 duly authorized representatives of plaintiffs, and such agreements shall be binding on plaintiffs.

17 **III. SCHEDULE**

18       15. Plaintiffs shall no later than 45 days from the entry of this Order file and serve a  
19 Consolidated Complaint which will supersede all existing complaints filed in these actions.  
20 Defendants need not respond to any of the pre-existing complaints. Service, pursuant to Rule 4 of  
21 the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the defendants,  
22 or their counsel, shall constitute sufficient service on that defendant. Service shall be effected with  
23 respect to any defendant named in any of the consolidated actions by serving the Consolidated  
24 Complaint on that defendant's counsel.

25       16. Each defendant shall answer or otherwise respond to the Consolidated Complaint no  
26 later than 45 days from the date of service. In the event that defendants file and serve any motion  
27 directed at the Consolidated Complaint, plaintiffs shall file and serve their opposition within 45 days  
28

1 after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition,  
2 they will do so within 15 days after service of the opposition.

3 IT IS SO ORDERED.

4 DATED: 8/9/06

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THE HONORABLE JEREMY FOGEL  
UNITED STATES DISTRICT JUDGE



Submitted by:

LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
DARREN J. ROBBINS  
TRAVIS E. DOWNS III  
BENNY C. GOODMAN III  
THOMAS G. WILHELM

s/ TRAVIS E. DOWNS III

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SCHIFFRIN & BARROWAY, LLP  
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SEAN M. HANDLER  
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Radnor, PA 19087  
Telephone: 610/667-7706  
610/667-7056 (fax)

[Proposed] Lead Counsel for Plaintiffs

S:\CasesSD\Rambus Derivative\ORD 00033487 (Non\_Opp).doc

CERTIFICATE OF SERVICE

2 I hereby certify that on August 2, 2006, I electronically filed the foregoing with the Clerk of  
3 the Court using the CM/ECF system which will send notification of such filing to the e-mail  
4 addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have  
5 mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF  
6 participants indicated on the attached Manual Notice List.

s/ TRAVIS E. DOWNS III  
TRAVIS E. DOWNS III

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## Mailing Information for a Case 5:06-cv-03513-JF

### Electronic Mail Notice List

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### Manual Notice List

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- (No manual recipients)

# EXHIBIT D

1 LERACH COUGHLIN STOIA GELLER  
2 RUDMAN & ROBBINS LLP  
3 SHAWN A. WILLIAMS (213113)  
4 MARIA V. MORRIS (223903)  
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6 100 Pine Street, Suite 2600  
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9 415/288-4534 (fax)  
10 shawnw@lerachlaw.com  
11 mariam@lerachlaw.com  
12 moniquew@lerachlaw.com  
13 – and –

14 TRAVIS E. DOWNS III (148274)  
15 BENNY C. GOODMAN III (211302)  
16 THOMAS G. WILHELM (234980)  
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18 San Diego, CA 92101  
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20 619/231-7423 (fax)  
21 travisd@lerachlaw.com  
22 bennyg@lerachlaw.com  
23 twilhelm@lerachlaw.com

24 Attorneys for Plaintiff

25 UNITED STATES DISTRICT COURT  
26 NORTHERN DISTRICT OF CALIFORNIA  
27 SAN JOSE DIVISION

28 WILLIAM HERGOTZ, Derivatively on Behalf ) No. C-06-3783-JF  
29 of Nominal Defendant SANMINA-SCI )  
30 CORPORATION, ) STIPULATION AND [PROPOSED] ORDER  
31 Plaintiff, ) CONSOLIDATING CASES FOR ALL  
32 vs. ) PURPOSES, APPOINTING LEAD  
33 JURE SOLA, et al., ) PLAINTIFFS AND CO-LEAD COUNSEL  
34 Defendants, ) AND SETTING SCHEDULE FOR FILING  
35 – and – ) OF CONSOLIDATED COMPLAINT  
36 SANMINA-SCI CORPORATION, )  
37 Nominal Defendant. )

38 [Caption continued on following page.]

1 KENNETH SAUNDERS, Derivatively on ) No. C-06-03804-JF(HRL)  
2 Behalf of Nominal Defendant SANMINA-SCI )  
3 CORPORATION, )  
4 Plaintiff, )  
5 vs. )  
6 JURE SOLA, et al., )  
7 Defendants, )  
8 – and – )  
9 SANMINA-SCI CORPORATION, )  
10 Nominal Defendant. )

---

10 WOLLASTON G. MORIN, IN THE RIGHT ) No. C-06-04260-RMW(HRL)  
11 OF AND FOR THE BENEFIT OF )  
12 SANMINA-SCI CORPORATION, )  
13 Plaintiff, )  
14 vs. )  
15 JURE SOLA, et al., )  
16 Defendants, )  
17 – and – )  
18 SANMINA-SCI CORPORATION, )  
19 Nominal Defendant. )

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20 [Caption continued on following page.]

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1   ALASKA ELECTRICAL PENSION FUND,       )   No. C-06-4389-JW(HRL)  
2   Derivatively on Behalf of SANMINA-SCI    )  
2   CORPORATION,                                )  
3   )  
3   Plaintiff,                                )  
4   )  
4   vs.   )  
5   JURE SOLA, et al.,                         )  
6   )  
6   Defendants,                                )  
7   )  
7   – and –                                        )  
8   SANMINA-SCI CORPORATION, a Delaware    )  
9   corporation,                                 )  
9   )  
10   Nominal Defendant.                        )  
10   )

---

11   WILLIAM A. HALLETT, JR., et al.,        )   No. C-06-04494-PVT  
11   Derivatively on Behalf of SANMINA-SCI    )  
11   CORPORATION,                                )  
12   )  
12   Plaintiffs,                                )  
13   )  
13   vs.    )  
14   JURE SOLA, et al.,                         )  
15   )  
15   Defendants,                                )  
16   )  
16   – and –                                        )  
17   SANMINA-SCI CORPORATION, a Delaware    )  
17   corporation,                                 )  
17   )  
18   Nominal Defendant.                        )  
18   )

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1        WHEREAS, there are five related shareholder derivative actions on behalf of Nominal  
2 Defendant Sanmina-SCI Corporation (“Sanmina”) pending in this district:

3 <b>Abbreviated Case Name</b>	4 <b>Case Number</b>	5 <b>Date Filed</b>
6 <i>Hergotz v. Jure Sola, et al.</i>	7        C-06-03783-JF	8        June 15, 2006
9 <i>Saunders v. Jure Sola, et al.</i>	10       C-06-03804-JF	11       June 16, 2006
12 <i>Morin v. Jure Sola, et al.</i>	13       C-06-04260-RMW	14       July 11, 2006
15 <i>Alaska Electrical Pension Fund v.</i> 16 <i>Jure Sola, et al.</i>	17       C-06-04389-JW	18       July 18, 2006
19 <i>Hallett, et al. v. Jure Sola, et al.</i>	20       C-06-04494-PVT	21       July 24, 2006

22       WHEREAS, the five related shareholder derivative actions arise out of the same transactions  
23 and occurrences and involve the same or substantially similar issues of law and fact, and, therefore,  
24 should be consolidated for all purposes under Fed. R. Civ. P. 42(a);

25       WHEREAS, on August 4, 2006, Alaska Electrical Pension Fund and Helen G. McGowan  
26 filed a Notice of Motion and Motion Consolidating Cases and for the Appointment of Lead  
27 Plaintiffs, with its selection of Lerach Coughlin Stoia Geller Rudman & Robbin LLP as Lead  
28 Counsel;

29       WHEREAS, on August 4, 2006, William Hergotz and Kenneth Saunders filed a Notice of  
30 Motion and Motion to Consolidate Related Shareholder Actions and Appoint Lead Plaintiffs, Co-  
31 Lead Counsel and Liaison Counsel, selecting the law firms of Schiffriin & Barroway, LLP and  
32 Brodsky & Smith, LLC as Co-Lead Counsel;

33       WHEREAS, Nominal Defendant Sanmina takes no position as to the appointment of the  
34 Alaska Electrical Pension Fund and William Hergotz as Lead Plaintiffs and Lerach Coughlin Stoia  
35 Geller Rudman & Robbins LLP and Schiffriin & Barroway, LLP as Co-Lead Counsel;

36       WHEREAS, after meeting and conferring, all Lead Plaintiff applicants agree that Alaska  
37 Electrical Pension Fund and William Hergotz should be appointed Lead Plaintiffs and Lerach  
38 Coughlin Stoia Geller Rudman & Robbins LLP and Schiffriin & Barroway, LLP should be appointed  
39 Co-Lead Counsel;

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1        WHEREAS, counsel for plaintiffs and Nominal Defendant Sanmina have met and conferred  
2 and have agreed to a schedule for filing a Consolidated Complaint and for briefing any motion  
3 directed at the Consolidated Complaint; and

4        WHEREAS, the agreed-upon schedule is not for the purpose of delay, promotes judicial  
5 efficiency, and will not cause prejudice to any party.

6        THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs and Nominal Defendant  
7 Sanmina, through their respective counsel of record, as follows:

8 **I.        CONSOLIDATION OF ACTIONS**

9        1.        The following actions are hereby consolidated for all purposes, including pretrial  
10 proceedings, trial and appeal:

11 <b>Abbreviated Case Name</b>	12 <b>Case Number</b>	13 <b>Date Filed</b>
12 <i>Hergotz v. Jure Sola, et al.</i>	13        C-06-03783-JF	14        June 15, 2006
13 <i>Saunders v. Jure Sola, et al.</i>	14        C-06-03804-JF	15        June 16, 2006
14 <i>Morin v. Jure Sola, et al.</i>	15        C-06-04260-RMW	16        July 11, 2006
15 <i>Alaska Electrical Pension Fund v. Jure Sola, et al.</i>	16        C-06-04389-JW	17        July 18, 2006
16 <i>Hallett, et al. v. Jure Sola, et al.</i>	17        C-06-04494-PVT	18        July 24, 2006

17        2.        The caption of these consolidated actions shall be "*In re Sanmina-SCI Corp. Derivative Litigation*" and the files of these consolidated actions shall be maintained in one file  
18 under Master File No. C-06-03783-JF. Any other actions now pending or later filed in this Court  
19 which arise out of or are related to the same facts as alleged in the above-identified cases shall be  
20 consolidated for all purposes, if and when they are brought to the Court's attention.

21        3.        Every pleading filed in the consolidated actions, or in any separate action included  
22 herein, shall bear the following caption:  
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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

In re SANMINA-SCI CORP.  
DERIVATIVE LITIGATION ) Master File No. C-06-03783-JF  
This Document Relates To: )

4. When a pleading is intended to be applicable to all actions governed by this Order, the words "All Actions" shall appear immediately after the words "This Document Relates To:" in the caption set out above. When a pleading is intended to be applicable to only some, but not all, of the consolidated actions, this Court's docket number for each individual action to which the pleading is intended to be applicable and the abbreviated case name of said action shall appear immediately after the words "This Document Relates To:" in the caption described above (e.g., "No. C-06-04389-JW, *Alaska Electrical Pension Fund v. Jure Sola, et al.*").

5. A Master Docket and a Master File hereby are established for the above consolidated proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall continue to be maintained for each of the individual actions hereby consolidated, and entries shall be made in the docket of each individual case in accordance with the regular procedures of the clerk of this Court, except as modified by this Order.

6. When a pleading is filed and the caption shows that it is applicable to "All Actions," the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No further copies need be filed, and no other docket entries need be made.

7. When a pleading is filed and the caption shows that it is to be applicable to fewer than all of the consolidated actions, the clerk will file such pleading in the Master File only but shall docket such filing on the Master Docket and the docket of each applicable action.

8. When a case which properly belongs as part of *In re Sanmina-SCI Corp. Derivative Litigation* is filed in this Court or transferred to this Court from another court and assigned to Judge Fogel, the clerk of this Court shall:

- 1 (a) Place a copy of this Order in the separate file for such action;
- 2 (b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a
- 3 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or
- 4 their counsel in the newly-filed or transferred case; and

5 (c) Make an appropriate entry on the Master Docket. This Court requests the  
6 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any  
7 case which properly might be consolidated as part of *In re Sanmina-SCI Corp. Derivative Litigation*.

## II. APPOINTMENT OF LEAD PLAINTIFFS AND CO-LEAD COUNSEL

9           9. Plaintiffs Alaska Electrical Pension Fund and William Hergotz shall be appointed  
10 Lead Plaintiffs.

11       10.      The law firms of Lerach Coughlin Stoia Geller Rudman & Robbins LLP and  
12 Schiffrin & Barroway, LLP shall be appointed Co-Lead Counsel for plaintiffs in the consolidated  
13 *Sanmina* shareholder derivative actions.<sup>1</sup>

14        11. Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding  
15 pretrial and trial procedure and settlement negotiations, and shall make all work assignments in such  
16 manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative  
17 or unproductive effort.

18       12. Co-Lead Counsel shall be responsible for coordination of all activities and  
19 appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No  
20 motion, request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs  
21 except through Co-Lead Counsel.

22 13. Co-Lead Counsel also shall be available and responsible for communications to and  
23 from this Court. Co-Lead Counsel shall be responsible for the creation and maintenance of a master  
24 service list of all parties and their respective counsel.

26 | Nominal Defendant Sanmina takes no position as to the appointment of the Alaska Electrical  
27 | Pension Fund and William Hergotz as Lead Plaintiffs and Lerach Coughlin Stoia Geller Rudman &  
| Robbins LLP and Schiffrin & Barroway, LLP as Co-Lead Counsel.

1       14. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or  
2 other duly authorized representatives of plaintiffs, and such agreements shall be binding on  
3 plaintiffs.

### 4 | III. SCHEDULE

5       15. Plaintiffs shall no later than 60 days from the entry of this Order file and serve a  
6 Consolidated Complaint which will supersede all existing complaints filed in these actions.  
7 Defendants need not respond to any of the pre-existing complaints. Service shall be effected with  
8 respect to Nominal Defendant Sanmina by serving the Consolidated Complaint on counsel for  
9 Nominal Defendant Sanmina.

10       16. Nominal Defendant Sanmina shall answer or otherwise respond to the Consolidated  
11 Complaint no later than 45 days from the date of service. In the event that Nominal Defendant  
12 Sanmina files and serves any motion directed at the Consolidated Complaint, plaintiffs shall file and  
13 serve their opposition within 45 days after the service of the motion. If Nominal Defendant Sanmina  
14 files and serves a reply to plaintiffs' opposition, it will do so within 15 days after service of the  
15 opposition.

16 IT IS SO STIPULATED.

17 DATED: August 18, 2006

LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
SHAWN A. WILLIAMS  
MARIA V. MORRIS  
MONIQUE C. WINKLER

/s/

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Telephone: 619/231-1058  
619/231-7423 (fax)

[Proposed] Co-Lead Counsel for Plaintiffs

I, Monique C. Winkler, am the ECF User whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I hereby attest that ROBIN WINCHESTER have concurred in this filing.

DATED: August 18, 2006

SCHIFFRIN & BARROWAY, LLP  
ERIC L. ZAGAR  
SEAN M. HANDLER  
ROBIN WINCHESTER

/S/

280 King of Prussia Road  
Radnor, PA 19087  
Telephone: 610/667-7706  
610/667-7056 (fax)

[Proposed] Co-Lead Counsel for Plaintiffs

I, Monique C. Winkler, am the ECF User whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I hereby attest that EVAN J. SMITH have concurred in this filing.

DATED: August 18, 2006

BRODSKY & SMITH, LLC  
EVAN J. SMITH

/s/  
EVAN J. SMITH

9595 Wilshire Boulevard, Suite 900  
Beverly Hills, CA 90212  
Telephone: 310/300-8425  
310/247-0160 (fax)

Counsel for Plaintiff Saunders

I, Monique C. Winkler, am the ECF User whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I hereby attest that BETSY C. MANIFOLD have concurred in this filing.

DATED: August 18, 2006

WOLF HALDENSTEIN ADLER FREEMAN &  
HERZ LLP  
BETSY C. MANIFOLD

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BETSY C. MANIFOLD

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Counsel for Plaintiff Morin

I, Monique C. Winkler, am the ECF User whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I hereby attest that NORMAN J. BLEARS have concurred in this filing.

DATED: August 18, 2006

HELLER EHRLICH LLP  
NORMAN J. BLEARS  
MICHAEL L. CHARLSON  
NICOLE M. RYAN

/S/  
NORMAN J. BLEARS

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Telephone: 650/324-7000  
650/324-0638 (fax)

Counsel for Nominal Defendant Sanmina-SCI  
Corporation

\* \* \*

## ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 8/31/06

THE HONORABLE JEREMY FOGE  
UNITED STATES DISTRICT JUDGE

T:\casesSF\sanmina\STP00033927.doc

CERTIFICATE OF SERVICE

I hereby certify that on August 18, 2006, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

150

MONIQUE C. WINKLER

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## Mailing Information for a Case 5:06-cv-03783-JF

### Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

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- **Eric L. Zagar**  
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### Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

Sandra G Smith  
Schiffelin & Barroway LLP  
280 King of Purssia Rd  
Rannor, PA 19087

# EXHIBIT E

\*\*E-filed 9/6/06\*\*

1 LERACH COUGHLIN STOIA GELLER  
 2 RUDMAN & ROBBINS LLP  
 2 WILLIAM S. LERACH (68581)  
 3 DARREN J. ROBBINS (168593)  
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 6 darrenr@lerachlaw.com  
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 7 – and –  
 7 SHAWN A. WILLIAMS (213113)  
 8 MARIA V. MORRIS (223903)  
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13 SCHIFFRIN & BARROWAY, LLP  
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 ezagar@sbclasslaw.com  
 17 shandler@sbclasslaw.com

18

19 [Proposed] Co-Lead Counsel for Plaintiffs

20 UNITED STATES DISTRICT COURT

21 NORTHERN DISTRICT OF CALIFORNIA

22 SAN JOSE DIVISION

23 VIKEN KALINDJIAN, Derivatively on Behalf ) No. C-06-3440-JF  
 23 of Nominal Defendant TRIDENT )  
 24 MICROSYSTEMS, INC. ) STIPULATION AND [PROPOSED] ORDER  
 24 Plaintiff, ) CONSOLIDATING CASES FOR ALL  
 25 ) PURPOSES, APPOINTING LEAD  
 25 vs. ) PLAINTIFFS AND CO-LEAD COUNSEL  
 26 ) AND SETTING SCHEDULE FOR FILING  
 26 ) OF CONSOLIDATED COMPLAINT  
 27 GLEN M. ANTLE, JUNG-HERNG CHANG, )  
 27 YASUSHI CHIKAGAMI, PETER JEN, )  
 28 FRANK C. LIN, GERRY LIU, JOHN LUKE, )

STIP & [PROPOSED] ORDER CONSOL CASES FOR ALL PURPOSES, APPOINTING LEAD PLTFS  
 & CO-LEAD COUNSEL & SETTING SCHED FOR FILING OF CONSOL COMP - C-06-3440-JF

1 AMIR MASHKOORI, MILLARD PHELPS, )  
 and W. STEPHEN ROWE, )  
 2 )  
 Defendants, )  
 3 )  
 – and – )  
 4 )  
 TRIDENT MICROSYSTEMS, INC., )  
 5 )  
 Nominal Defendant. )  
 6 )  
 \_\_\_\_\_ )

7 TO BE CONSOLIDATED WITH  
 8

9 GERALD W. KEENEY, Derivatively on ) No. C-06-4329-JF  
 Behalf of TRIDENT MICROSYSTEMS, )  
 INC., )  
 10 )  
 Plaintiff, )  
 11 )  
 vs. )  
 12 )  
 13 FRANK C. LIN, PETER JEN, JOHN S. )  
 EDMUND, JUNG-HERNG CHANG, )  
 14 YASUSHI CHIKAGAMI, MILLARD )  
 PHELPS, GLEN M. ANTLE and JOHN )  
 LUKE, )  
 15 )  
 Defendants, )  
 16 )  
 – and – )  
 17 )  
 TRIDENT MICROSYSTEMS, INC., a )  
 18 Delaware corporation, )  
 19 )  
 Nominal Defendant. )  
 \_\_\_\_\_ )

20 WHEREAS, there are two related shareholder derivative actions on behalf of Nominal  
 21 Defendant Trident Microsystems, Inc. pending before this Court:  
 22

23 Abbreviated Case Name	Case Number	Date Filed
24 <i>Kalindjian v. Antle, et al.</i>	C-06-3440-JF	05/26/06
25 <i>Keeney v. Lin, et al.</i>	C-06-4329-JF	07/14/06

26 WHEREAS, the two related *Trident Microsystems* shareholder derivative actions arise out of  
 27 the same transactions and occurrences and involve the same or substantially similar issues of law and  
 fact, and, therefore, should be consolidated for all purposes under Fed. R. Civ. P. 42(a).  
 28

1        WHEREAS, plaintiffs and defendants agree that any other actions filed in or transferred to  
2 this Court which arise out of or relate to the same facts as alleged in the above-referenced actions  
3 should be consolidated for all purposes under Fed. R. Civ. P. 42(a).

4        WHEREAS, plaintiffs and defendants agree that judicial economy will be served by the entry  
5 of a schedule for the filing of answers or other responses to the Consolidated Complaint.

6        THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs and defendants, through  
7 their respective counsel of record, as follows:

8 **I. CONSOLIDATION OF ACTIONS**

9        1.        The following actions are hereby consolidated for all purposes, including pretrial  
10 proceedings, trial and appeal:

11        Abbreviated Case Name	12        Case Number	13        Date Filed
<i>Kalindjian v. Antle, et al.</i>	C-06-3440-JF	05/26/06
<i>Keeney v. Lin, et al.</i>	C-06-4329-JF	07/14/06

14        2.        The caption of these consolidated actions shall be "*In re Trident Microsystems, Inc.*  
15 *Derivative Litigation*" and the files of these consolidated actions shall be maintained in one file  
16 under Master File No. C-06-3440-JF. Any other actions now pending or later filed in this Court  
17 which arise out of or are related to the same facts as alleged in the above-identified cases shall be  
18 consolidated for all purposes, if and when they are brought to the Court's attention.

19        3.        Every pleading filed in the consolidated actions, or in any separate action included  
20 herein, shall bear the following caption:

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28

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION

In re TRIDENT MICROSYSTEMS,  
Inc., DERIVATIVE LITIGATION ) Master File No. C-06-3440-JF

**This Document Relates To:**

4. When a pleading is intended to be applicable to all actions governed by this Order, the words "All Actions" shall appear immediately after the words "This Document Relates To": in the caption set out above. When a pleading is intended to be applicable to only some, but not all, of the consolidated actions, this Court's docket number for each individual action to which the pleading is intended to be applicable and the abbreviated case name of said action shall appear immediately after the words "This Document Relates To": in the caption described above (e.g., "No. C-06-3440-JF, *Kalindjian v. Antle, et al.*").

5. A Master Docket and a Master File hereby are established for the above consolidated proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall continue to be maintained for each of the individual actions hereby consolidated, and entries shall be made in the docket of each individual case in accordance with the regular procedures of the clerk of this Court, except as modified by this Order.

6. When a pleading is filed and the caption shows that it is applicable to "All Actions," the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No further copies need be filed, and no other docket entries need be made.

7. When a pleading is filed and the caption shows that it is to be applicable to fewer than all of the consolidated actions, the clerk will file such pleading in the Master File only but shall docket such filing on the Master Docket and the docket of each applicable action.

1       8.     When a case which properly belongs as part of *In re Trident Microsystems, Inc.*  
2 *Derivative Litigation* is filed in this Court or transferred to this Court from another court, the clerk of  
3 this Court shall:  
4               (a)    Place a copy of this Order in the separate file for such action;  
5               (b)    Mail to the attorneys for the plaintiff(s) in the newly filed or transferred case a  
6 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or  
7 their counsel in the newly filed or transferred case; and  
8               (c)    Make an appropriate entry on the Master Docket. This Court requests the  
9 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any  
10 case which properly might be consolidated as part of *In re Trident Microsystems, Inc. Derivative*  
11 *Litigation.*

12       **II. APPOINTMENT OF LEAD PLAINTIFFS AND CO-LEAD COUNSEL**

13       It is further stipulated by plaintiffs only that:

14       9.     Plaintiffs, Viken Kalindjian and Gerald W. Keeney shall be appointed Lead Plaintiffs.  
15       10.    The law firms of Lerach Coughlin Stoia Geller Rudman & Robbins LLP and  
16 Schiffrin & Barroway, LLP shall be appointed Co-Lead Counsel for plaintiffs in the consolidated  
17 *Trident Microsystems* shareholder derivative actions.

18       11.    Co-Lead Counsel shall have authority to speak for plaintiffs in matters regarding  
19 pretrial and trial procedure and settlement negotiations, and shall make all work assignments in such  
20 manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative  
21 or unproductive effort.

22       12.    Co-Lead Counsel shall be responsible for coordination of all activities and  
23 appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No  
24

1 motion, request for discovery or other pretrial proceedings shall be initiated or filed by plaintiffs  
2 except through Co-Lead Counsel.

3       13. Co-Lead Counsel also shall be available and responsible for communications to and  
4 from this Court. Co-Lead Counsel shall be responsible for the creation and maintenance of a master  
5 service list of all parties and their respective counsel.

6       14. Defendants take no position on the appointment of Lead Plaintiffs or Co-Lead  
7 Counsel.

9       15. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or  
10 other duly authorized representatives of plaintiffs, and such agreements shall be binding on  
11 plaintiffs.

12      **III. SCHEDULE**

14       16. Plaintiffs shall have 60 days from the entry of this Order to file and serve a  
15 Consolidated Complaint which will supersede all existing complaints filed in these actions.  
16 Defendants need not respond to any of the pre-existing complaints. Service, pursuant to Rule 4 of  
17 the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the defendants,  
18 or their counsel, shall constitute sufficient service on that defendant. Service shall be effected with  
19 respect to any defendant named in any of the consolidated actions by serving the Consolidated  
20 Complaint on that defendant's counsel.

21       17. Each defendant shall answer or otherwise respond to the Consolidated Complaint no  
22 later than 45 days from the date of service. In the event that defendants file and serve any motion  
23 directed at the Consolidated Complaint, plaintiffs shall file and serve their opposition within 45 days  
24

1 after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition,  
2 they will do so within 15 days after service of the opposition.

3 DATED: August 31, 2006

LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
SHAWN A. WILLIAMS  
MARIA V. MORRIS  
MONIQUE C. WINKLER

7 \_\_\_\_\_/s/  
8 MONIQUE C. WINKLER

9 100 Pine Street, Suite 2600  
10 San Francisco, CA 94111  
11 Telephone: 415/288-4545  
12 415/288-4534 (fax)

13 LERACH COUGHLIN STOIA GELLER  
14 RUDMAN & ROBBINS LLP  
15 WILLIAM S. LERACH (68581)  
16 DARREN J. ROBBINS (168593)  
17 TRAVIS E. DOWNS III (148274)  
18 655 West Broadway, Suite 1900  
19 San Diego, CA 92101  
20 Telephone: 619/231-1058  
21 619/231-7423 (fax)

22 [Proposed] Co-Lead Counsel for Plaintiffs

23 I, MONIQUE C. WINKLER, am the ECF User whose ID and password are being used to  
24 file this STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45,  
25 X.B., I hereby attest that ROBIN WINCHESTER have concurred in this filing.

26 DATED: August 31, 2006

27 SCHIFFRIN & BARROWAY, LLP  
28 SEAN M. HANDLER  
ROBIN WINCHESTER

29 \_\_\_\_\_/s/  
30 ROBIN WINCHESTER

31 280 King of Prussia Road  
32 Radnor, PA 19087  
33 Telephone: 610/667-7706  
34 610/667-7056 (fax)

1 after the service of defendants' motion. If defendants file and serve a reply to plaintiffs' opposition,  
2 they will do so within 15 days after service of the opposition.

3 DATED: August \_\_, 2006

LERACH COUGHLIN STOIA GELLER  
RUDMAN & ROBBINS LLP  
SHAWN A. WILLIAMS  
MARIA V. MORRIS  
MONIQUE C. WINKLER

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13 LERACH COUGHLIN STOIA GELLER  
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21 619/231-7423 (fax)

22 [Proposed] Co-Lead Counsel for Plaintiffs

23 DATED: August \_\_, 2006

24 SCHIFFRIN & BARROWAY, LLP  
25 SEAN M. HANDLER  
26 ROBIN WINCHESTER

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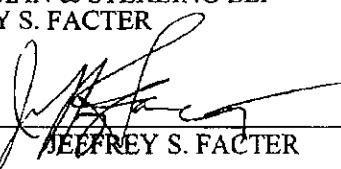
27 ROBIN WINCHESTER

28 29 280 King of Prussia Road  
30 Radnor, PA 19087  
31 Telephone: 610/667-7706  
32 610/667-7056 (fax)

33 [Proposed] Co-Lead Counsel for Plaintiffs

34 DATED: August 28, 2006

35 SHEARMAN & STERLING LLP  
36 JEFFREY S. FACTER



---

37 JEFFREY S. FACTER

38 STIP & [PROPOSED] ORDER CONSOL CASES FOR ALL PURPOSES, APPOINTING LEAD PLTFS  
39 & CO-LEAD COUNSEL & SETTING SCHED FOR FILING OF CONSOL COMP - C-06-3440-JF

1

525 Market Street  
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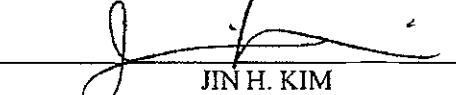
Counsel for Defendant Frank C. Lin

4

5 DATED: August 30 2006

6

7 HOWARD RICE NEMEROVSKI CANADY  
8 FALK & RABKIN, A Professional Corporation  
9 SARAH A. GOOD  
10 JIN H. KIM

11   
12 JIN H. KIM

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14 Three Embarcadero Center, Seventh Floor,  
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19 Counsel for Defendants Glen M. Antle, Jung-  
20 Heng Chang, Yasushi Chikagami, Peter Jen,  
21 Gerry Liu, John Luke, Amir Mashkoori, Millard  
22 Phelps, and W. Steven Rowe

23

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27

28

DATED: August \_\_, 2006

PILLSBURY WINTHROP SHAW  
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CHARLES J. LANDY  
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Counsel for Defendant John S. Edmunds

STIP & [PROPOSED] ORDER CONSOL CASES FOR ALL PURPOSES, APPOINTING LEAD PLTFS  
& CO-LEAD COUNSEL & SETTING SCHED FOR FILING OF CONSOL COMP - C-06-3440-JF

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2

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5 DATED: August \_\_\_, 2006

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Counsel for Defendant Frank C. Lin

HOWARD RICE NEMEROVSKI CANADY  
FALK & RABKIN, A Professional Corporation  
SARAH A. GOOD  
JIN H. KIM

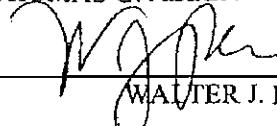
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JIN H. KIM

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Telephone: 415/434-1600  
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Counsel for Defendants Glen M. Antle, Jung-  
Herng Chang, Yasushi Chikagami, Peter Jen,  
Gerry Liu, John Luke, Amir Mashkoori, Millard  
Phelps, and W. Steven Rowe

PILLSBURY WINTHROP SHAW  
PITTMAN, LLP  
CHARLES J. LANDY  
WALTER J. ROBINSON  
THOMAS G. ALLEN



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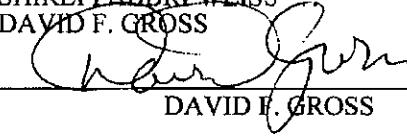
WALTER J. ROBINSON

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Washington D.C. 20037  
Telephone: 202/663-8000  
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Counsel for Defendant John S. Edmunds

1 DATED: August 5, 2006

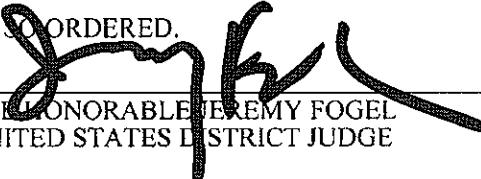
2 DLA PIPER RUDNICK GRAY CARY  
3 SHIRLI FABBRI WEISS  
4 DAVID F. GROSS  
5   
6 DAVID F. GROSS

7 153 Townsend Street, Suite 800  
8 San Francisco, CA 94107  
9 Telephone: 415/836-2562  
10 415/836-2501 (fax)

11 Counsel for Nominal Defendant Trident  
12 Microsystems, Inc.

13 \* \* \*  
14 ORDER  
15 PURSUANT TO STIPULATION, IT IS SO ORDERED.  
16

17 DATED: 9/5/06

18   
19 THE HONORABLE JEREMY FOGEL  
20 UNITED STATES DISTRICT JUDGE

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24  
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28

29 STIP & [PROPOSED] ORDER CONSOL CASES FOR ALL PURPOSES, APPOINTING LEAD PLTFS  
30 & CO-LEAD COUNSEL & SETTING SCHED FOR FILING OF CONSOL COMP - C-06-3440-JF

1 CERTIFICATE OF SERVICE

2 I hereby certify that on August 31, 2006, I electronically filed the foregoing with the Clerk of  
3 the Court using the CM/ECF system which will send notification of such filing to the e-mail  
4 addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have  
5 mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF  
6 participants indicated on the attached Manual Notice List.

7 /s/ Monique C. Winkler  
8 MONIQUE C. WINKLER

9 LERACH COUGHLIN STOIA GELLER  
10 RUDMAN & ROBBINS LLP  
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